

Directors' Minutes



WAIVER OF NOTICE
FIRST MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

We, the undersigned, all of the Directors of Sunshine Ranch Co., do hereby call the first meeting of the Board of Directors of said corporation to be held at 1414 First National Bank Building, Omaha, Nebraska, on December 30, 1965, at 11:00 A.M.

We do hereby severally waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED, this 30th day of December, 1965.

Sumner B. Hall
SUMNER B. HALL

Sumner A. Hall
SUMNER A. HALL

Barbara L. Hall
BARBARA L. HALL

MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The first meeting of the Board of Directors of Sunshine Ranch Co., a Nebraska corporation, was held at 1414 First National Bank Building, Omaha, Nebraska, on December 30, 1965, at 11:00 A.M.

The following Directors were present:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

being all of the directors of the corporation. Sumner B. Hall acted as Chairman of the meeting and Sumner A. Hall acted as Secretary thereof and kept the minutes.

The Secretary presented and read the waiver of notice of the meeting signed by all of the directors and on motion duly made, seconded, put to vote and unanimously carried, said waiver was attached to and made a part of these minutes.

The Chairman announced that the first business of the meeting would be the election of officers. Sumner A. Hall nominated Sumner B. Hall for the office of the Chairman of the Board of Directors. There were no other nominations. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was instructed to cast a unanimous ballot for Sumner B. Hall as Chairman of the Board of Directors.

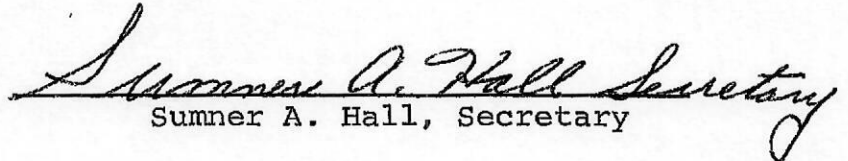
Barbara L. Hall nominated Sumner B. Hall for the office of President and the office of Treasurer of the corporation. There were no other nominations. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was instructed to cast a unanimous ballot for Sumner B. Hall as President and Treasurer of the corporation.

Sumner B. Hall nominated Sumner A. Hall for the office of Vice-President and the office of Secretary of the corporation. There were no other nominations. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was instructed to cast a unanimous ballot for Sumner A. Hall as Vice-President and Secretary of the corporation.

Minutes of the Board of Directors
Page Two

The Chairman announced that a resolution authorizing the officers of the corporation to act in respect to the bank accounts of the corporation would be immediately necessary. A form resolution prepared by the bank was presented for consideration and on motion duly made, seconded, put to vote and unanimously carried, the form was approved, adopted and attached to these minutes in the form in which it was certified to the bank.

There being no further business to come before the meeting, on motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall, Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

We, the undersigned, all of the Directors of Sunshine Ranch Co.,
do hereby call the annual meeting of the Board of Directors of said corpor-
ation to be held at Sunshine Ranch Co., Neligh, Nebraska, on Jan. 3, 1966,
at 11:00 A.M.

We do hereby severally waive all statutory and by-law requirements
as to notice of the time, place and purpose of said meeting and consent to the
transaction thereat of any and all business that may come before this meeting.

DATED, this Jan 3, 1966.

Sumner B. Hall
SUMNER B. HALL

Sumner A. Hall
Sumner A. Hall

Barbara L. Hall
BARBARA L. HALL

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The annual meeting of the Board of Directors of Sunshine Ranch Co., a Nebraska corporation, was held at the Sunshine Ranch Co., Neligh, Nebraska, on January 3, 1966, at 11:00 A.M.

The following Directors were present:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

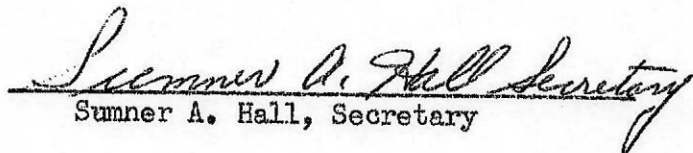
being all of the directors of the corporation.

The minutes of the last meeting were read and duly approved.

A motion was made and duly passed that the present officers, Sumner B. Hall, President and Treasurer and Sumner A. Hall, Vice-President and Secretary would serve these offices for another year.

A motion was made and duly passed that the officers of the corporation should be reimbursed at the rate of 10¢ per mile for the use of their personal autos. A motion was made and duly passed that the President of the corporation would be authorized to redeem any bonds from bondholders if they wanted them redeemed and the corporation had the funds available.

There being no further business a motion was made and passed that the meeting be adjourned.


Sumner A. Hall, Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

We, the undersigned, all of the Directors of Sunshine Ranch Co.,
do hereby call the annual meeting of the Board of Directors of said corpor-
ation to be held at Sunshine Ranch Co., Neligh, Nebraska, on Jan 3, 1967,
at 11:00 A.M.

We do hereby severally waive all statutory and by-law requirements
as to notice of the time, place and purpose of said meeting and consent to the
transaction thereat of any and all business that may come before this meeting.

DATED, this Jan 3, 1967.

Sumner B. Hall
SUMNER B. HALL

Sumner A. Hall
Sumner A. Hall

Barbara L. Hall
BARBARA L. HALL

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The annual meeting of the Board of Directors of Sunshine Ranch Co., a Nebraska corporation, was held at the Sunshine Ranch Co., Neligh, Nebraska, on January 3, 1967, at 11:00 A.M.

The following Directors were present:

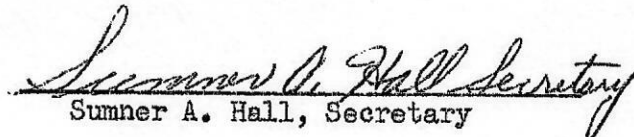
Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

being all of the directors of the corporation.

The minutes of the last meeting were read and duly approved.

A motion was made and duly passed that the present officers, Sumner B. Hall, President and Treasurer, and Sumner A. Hall, Vice-President and Secretary would serve these offices for another year.

There being no further business a motion was made and passed that the meeting be adjourned.


Sumner A. Hall, Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

We, the undersigned, all of the Directors of Sunshine Ranch Co.,
do hereby call the annual meeting of the Board of Directors of said corpor-
ation to be held at Sunshine Ranch Co., Neligh, Nebraska, on Jan 2, 1968,
at 11:00 A.M.

We do hereby severally waive all statutory and by-law requirements
as to notice of the time, place and purpose of said meeting and consent to the
transaction thereat of any and all business that may come before this meeting.

DATED, this Jan 2, 1968.

Sumner B. Hall
SUMNER B. HALL

Sumner A. Hall
Sumner A. Hall

Barbara L. Hall
BARBARA L. HALL

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The annual meeting of the Board of Directors of Sunshine Ranch Co., a Nebraska corporation, was held at the Sunshine Ranch Co., Neligh, Nebraska, on January 2, 1968, at 11:00 A. M.

The following Directors were present:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

being all of the directors of the corporation.

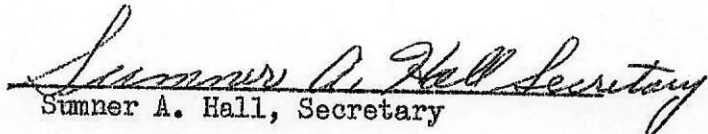
The minutes of the last meeting were read and duly approved.

A motion was made and duly passed that the present officers, Sumner B. Hall, President and Treasurer, and Sumner A. Hall, Vice-President and Secretary would serve these offices for another year.

A motion was made and duly passed that the salary for Sumner B. Hall for the fiscal year ending August 31, 1968 would be \$8,500.00 per year and that the salary for Sumner A. Hall for the fiscal year ending August 31, 1968 would be \$10,000.00 per year.

The President reported that bonds numbered 161 through 165 inclusive and held by Donald Hall were redeemed by the corporation on December 18, 1967.

There being no further business a motion was made and passed that the meeting be adjourned.


Sumner A. Hall, Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

We, the undersigned, all of the Directors of Sunshine Ranch Co.,
do hereby call the annual meeting of the Board of Directors of said corpor-
ation to be held at Sunshine Ranch Co., Neligh, Nebraska, on Jan 6, 1969,
at 11:00 A.M.

We do hereby severally waive all statutory and by-law requirements
as to notice of the time, place and purpose of said meeting and consent to the
transaction thereat of any and all business that may come before this meeting.

DATED, this Jan 6, 1969.

Sumner B. Hall
SUMNER B. HALL

Sumner A. Hall
SUMNER A. HALL

Barbara L. Hall
BARBARA L. HALL

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The annual meeting of the Board of Directors of Sunshine Ranch Co., a Nebraska corporation, was held at the Sunshine Ranch Co., Neligh, Nebraska, on January 6, 1969, at 11.00 A. M.

The following Directors were present:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

being all of the directors of the corporation.

The minutes of the last meeting were read and duly approved.

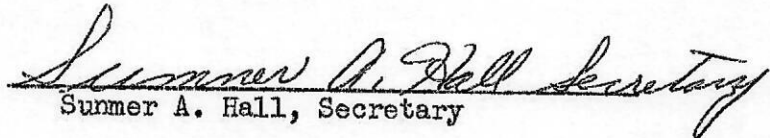
A motion was made and duly passed that Sumner B. Hall would serve as President for another year.

Sumner B. Hall nominated Barbara L. Hall for the office of Vice-President of the corporation. There were no other nominations. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was instructed to cast a unanimous ballot for Barbara L. Hall as Vice-President of the corporation.

Barbara L. Hall nominated Sumner A. Hall for the office of Treasurer of the corporation. There were no other nominations. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was instructed to cast a unanimous ballot for Sumner A. Hall as Treasurer of the corporation.

A motion was made and duly passed that Sumner A. Hall would serve as the Secretary for another year.

There being no further business a motion was made and passed that the meeting be adjourned.


Sumner A. Hall, Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said corporation.


DATE: January 5, 1970


TIME: 11:00 A.M.

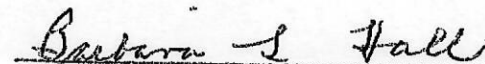
PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 5th day of January, 1970


Sumner B. Hall Director


Sumner A. Hall Director


Barbara L. Hall Director

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The _____ annual meeting of the Board of Directors of the Corporation
was held at

DATE: January 5, 1970

TIME: 11:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following, being all the directors of the corporation, were present:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

The individual who acted as Chairman at the meeting was Sumner B.
Hall

The individual who acted as Secretary at the meeting was Sumner A.
Hall

The Secretary presented and read the waiver of notice of the meeting signed
by the directors and on motion duly made, seconded, put to vote and unanimously
carried, said waiver was attached to and made a part of these minutes.

The Chairman announced that the first business of the meeting would be the
election of officers. On motion duly made, seconded, put to vote and unanimously
carried, the Secretary was instructed to record the unanimous election of the
following officers of the corporation:

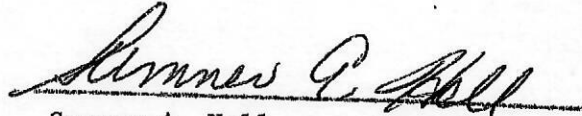
Sumner B. Hall President
Barbara L. Hall Vice President
Sumner A. Hall Secretary
Sumner A. Hall Treasurer

Minutes of the Annual Meeting of

Board of Directors

Page Two

There being no further business to come before the meeting, upon motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said corporation.


DATE: January 4, 1971

TIME: 11:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska


The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 4th Day of January, 1971.



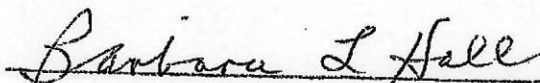
Sumner B. Hall

Director



Sumner A. Hall

Director



Barbara L. Hall

Director

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The _____ annual meeting of the Board of Directors of the Corporation
was held at

DATE: January 4, 1971

TIME: 11:00 A.M.

PLACE: Office of the Corporation, Neligh, Ne 68756

The following, being all the directors of the corporation, were present:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

The individual who acted as Chairman at the meeting was Sumner B.
Hall

The individual who acted as Secretary at the meeting was Sumner A.
Hall

The Secretary presented and read the waiver of notice of the meeting signed
by the directors and on motion duly made, seconded, put to vote and unanimously
carried, said waiver was attached to and made a part of these minutes.

The Chairman announced that the first business of the meeting would be the
election of officers. On motion duly made, seconded, put to vote and unanimously
carried, the Secretary was instructed to record the unanimous election of the
following officers of the corporation:

Sumner B. Hall
Sumner B. Hall President

Barbara L. Hall
Barbara L. Hall Vice President

Sumner A. Hall
Sumner A. Hall Secretary

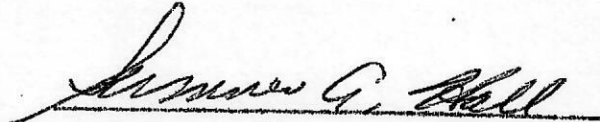
Sumner A. Hall
Sumner A. Hall Treasurer

Minutes of the Annual Meeting of

Board of Directors

Page Two

There being no further business to come before the meeting, upon motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said corporation.

DATE: January 3, 1972

TIME: 11:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereof of any and all business that may come before this meeting.

DATED this 3rd day of January, 1972

Sumner B. Hall

Sumner B. Hall

Director

Sumner A. Hall

Sumner A. Hall

Director

Barbara L. Hall

Barbara L. Hall

Director

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF

SUNSHINE RANCH CO.

The _____ annual meeting of the Board of Directors of the Corporation
was held at

DATE: January 3, 1972

TIME: 11:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following, being all the directors of the corporation, were present:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

The individual who acted as Chairman at the meeting was Sumner B.
Hall

The individual who acted as Secretary at the meeting was Sumner A.
Hall

The Secretary presented and read the waiver of notice of the meeting signed
by the directors and on motion duly made, seconded, put to vote and unanimously
carried, said waiver was attached to and made a part of these minutes.

The Chairman announced that the first business of the meeting would be the
election of officers. On motion duly made, seconded, put to vote and unanimously
carried, the Secretary was instructed to record the unanimous election of the
following officers of the corporation:

Sumner B. Hall President
Sumner B. Hall

Barbara L. Hall Vice President
Barbara L. Hall

Sumner A. Hall Secretary
Sumner A. Hall


Sumner B. Hall Treasurer

Minutes of the Annual Meeting of

Board of Directors

Page Two

There being no further business to come before the meeting, upon motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said corporation.

DATE: January 1, 1973
TIME: 11:00
PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 1st day of January, 1973

Sumner B. Hall
Sumner B. Hall Director

Sumner A. Hall
Sumner A. Hall Director

Barbara L. Hall
Barbara L. Hall Director

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The _____ annual meeting of the Board of Directors of the Corporation
was held at

DATE: January 1, 1973

TIME: 11:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following, being all the directors of the corporation, were present:
Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

The individual who acted as Chairman at the meeting was Sumner B.
Hall

The individual who acted as Secretary at the meeting was Sumner A.
Hall

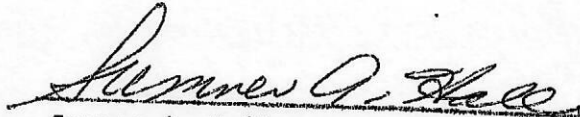
The Secretary presented and read the waiver of notice of the meeting signed
by the directors and on motion duly made, seconded, put to vote and unanimously
carried, said waiver was attached to and made a part of these minutes.

The Chairman announced that the first business of the meeting would be the
election of officers. On motion duly made, seconded, put to vote and unanimously
carried, the Secretary was instructed to record the unanimous election of the
following officers of the corporation:

Sumner B. Hall President
Barbara L. Hall Vice President
Sumner A. Hall Secretary
Sumner A. Hall Treasurer

Minutes of the Annual Meeting of
Board of Directors
Page Two

There being no further business to come before the meeting, upon motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said corporation.

DATE: January 7, 1974

TIME: 11:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 7th day of January, 1974

Sumner B. Hall

Sumner B. Hall

Director

Sumner A. Hall

Sumner A. Hall

Director

Barbara L. Hall

Barbara L. Hall

Director

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS

OF

SUNSHINE RANCH CO.

The _____ annual meeting of the Board of Directors of the Corporation
was held at

DATE: January 7, 1974

TIME: 11:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following, being all the directors of the corporation, were present:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

The individual who acted as Chairman at the meeting was Sumner B. Hall

The individual who acted as Secretary at the meeting was Sumner A. Hall

The Secretary presented and read the waiver of notice of the meeting signed
by the directors and on motion duly made, seconded, put to vote and unanimously
carried, said waiver was attached to and made a part of these minutes.

The Chairman announced that the first business of the meeting would be the
election of officers. On motion duly made, seconded, put to vote and unanimously
carried, the Secretary was instructed to record the unanimous election of the
following officers of the corporation:

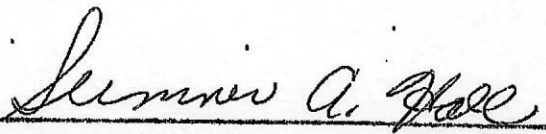
Sumner B. Hall President

Barbara L. Hall Vice President

Sumner A. Hall Secretary

Sumner A. Hall Treasurer

There being no further business to come before the meeting, upon motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said corporation.

DATE: January 6, 1975

TIME: 11:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereof of any and all business that may come before this meeting.

DATED this 6th day of January, 1975

Sumner B. Hall

Sumner B. Hall

Director

Sumner A. Hall

Sumner A. Hall

Director

Barbara L. Hall

Barbara L. Hall

Director

Exhibit Deposition Exhibit 6 Page 29 of 89
MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS

OF

SUNSHINE RANCH CO.

The _____ annual meeting of the Board of Directors of the Corporation was held at

DATE: January 6, 1975

TIME: 11:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following, being all the directors of the corporation, were present:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

The individual who acted as Chairman at the meeting was Sumner B. Hall

The individual who acted as Secretary at the meeting was Sumner A. Hall

The Secretary presented and read the waiver of notice of the meeting signed by the directors and on motion duly made, seconded, put to vote and unanimously carried, said waiver was attached to and made a part of these minutes.

The Chairman announced that the first business of the meeting would be the election of officers. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was instructed to record the unanimous election of the following officers of the corporation:

Sumner B. Hall
Sumner B. Hall

President

Barbara L. Hall
Barbara L. Hall

Vice President

Sumner A. Hall
Sumner A. Hall

Secretary

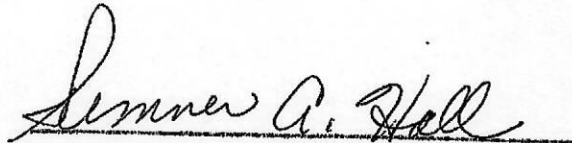
Sumner A. Hall
Sumner A. Hall

Treasurer

Board of Directors

Page Two

There being no further business to come before the meeting, upon motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said corporation.

DATE: January 5, 1976

TIME: 11:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereof of any and all business that may come before this meeting.

DATED this 5th day of January, 1976

Sumner B. Hall

Sumner B. Hall

Director

Sumner A. Hall

Sumner A. Hall

Director

Barbara L. Hall

Barbara L. Hall

Director

OF

SUNSHINE RANCH CO.

The _____ annual meeting of the Board of Directors of the Corporation was held at

DATE: January 5, 1976

TIME: 11:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following, being all the directors of the corporation, were present:

Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

The individual who acted as Chairman at the meeting was Sumner B. Hall

The individual who acted as Secretary at the meeting was Sumner A. Hall

The Secretary presented and read the waiver of notice of the meeting signed by the directors and on motion duly made, seconded, put to vote and unanimously carried, said waiver was attached to and made a part of these minutes.

The Chairman announced that the first business of the meeting would be the election of officers. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was instructed to record the unanimous election of the following officers of the corporation:

Sumner B. Hall
Sumner B. Hall

President

Barbara L. Hall
Barbara L. Hall

Vice President

Sumner A. Hall
Sumner A. Hall

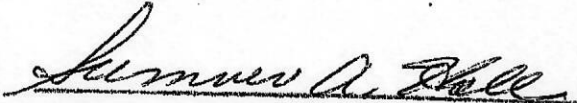
Secretary

Sumner A. Hall
Sumner A. Hall

Treasurer

Page Two

There being no further business to come before the meeting, upon motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said corporation.

DATE: January 3, 1977

TIME: 11:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 3rd Day of January, 1977

Sumner B. Hall
Sumner B. Hall Director

Sumner A. Hall
Sumner A. Hall Director

Barbara L. Hall
Barbara L. Hall Director

Exhibit Deposition Exhibit 6 Page 35 of 89
MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS

OF

SUNSHINE RANCH CO.

The _____ annual meeting of the Board of Directors of the Corporation was held at

DATE: January 3, 1977

TIME: 11:00 A.M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following, being all the directors of the corporation, were present:

Sumner B. Hall

Sumner A. Hall

Barbar L. Hall

The individual who acted as Chairman at the meeting was Sumner B. Hall

The individual who acted as Secretary at the meeting was Sumner A. Hall

The Secretary presented and read the waiver of notice of the meeting signed by the directors and on motion duly made, seconded, put to vote and unanimously carried, said waiver was attached to and made a part of these minutes.

The Chairman announced that the first business of the meeting would be the election of officers. On motion duly made, seconded, put to vote and unanimously carried, the Secretary was instructed to record the unanimous election of the following officers of the corporation:

Sumner B. Hall
Sumner B. Hall President

Barbara L. Hall
Barbara L. Hall Vice President

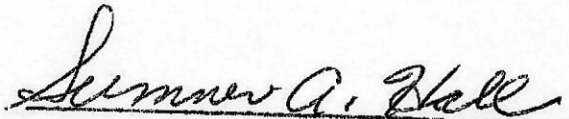
Sumner A. Hall
Sumner A. Hall Secretary

Sumner A. Hall
Sumner A. Hall Treasurer

Board of Directors

Page Two

There being no further business to come before the meeting, upon motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall Secretary

PCA 415
(Rev. 1-75)

Original (White) to P.C.A.
Duplicate (Yellow) to Borrower

RESOLUTION OF BOARD OF DIRECTORS OF

SUNSHINE RANCH COMPANY

WHEREAS, the above named Corporation desires to borrow the sum of \$50,000.00

Fifty Thousand and No/100 DOLLARS from the

Norfolk PRODUCTION CREDIT ASSOCIATION of Neligh, Nebraska
on such terms and at such rates as may be specified by said Association;

THEREFORE, BE IT RESOLVED that in conformity with its Articles, Bylaws and its Corporate Meeting Minutes and applicable law and regulations, the President or a Vice President and/or the Secretary or an Assistant Secretary and/or the Treasurer or an Assistant Treasurer of this Corporation be and each of them severally is authorized and empowered for and in behalf of this Corporation:

1. To make application to the said Association for a loan in an amount not exceeding the sum of \$50,000.00 (Fifty Thousand and No/100) DOLLARS;
the amount of such loan to be repaid to the said Association in accordance with its requirements as to maturity and interest rates.

2. To execute and deliver to the said Association the promissory note or notes of this Corporation in an amount not exceeding said sum in form acceptable to said Association and to receive any and all moneys from said Association transferred under the terms and provisions of applicable law and said application, and to indorse in the name of this Corporation any check or draft representing the proceeds of such note or notes.

3. To mortgage, pledge, secure by deed of trust or otherwise hypothecate the property, real, personal or mixed of this Corporation as may be required by said Association of whatsoever nature or description and such officers are and each of them is further authorized and empowered to do such acts and to execute such additional agreements or indorsements under the seal of this Corporation as may be necessary or desirable to meet the terms, conditions and requirements of said Association or its representative.

AND BE IT FURTHER RESOLVED that this authorization is to continue in full force and effect until the

Norfolk Production Credit Association of Neligh, Nebraska
is notified in writing its revocation by registered mail.

I hereby certify that 2 members of the Board of Directors of the above named Corporation constitute a quorum, and that to pass a resolution 2 members are required by the By-Laws to vote affirmatively for its passage; that the foregoing is a true and correct copy of a resolution regularly presented and adopted by the Board of Directors of the above named Corporation at a regular meeting of said Corporation duly called and held at Neligh, Nebraska, on the 14th day of July, 1978, at which meeting 3 directors were present and voted and 3 directors voted affirmatively for the passage of the foregoing resolution.

Dated at Neligh, Nebraska this 14th day of July, 19 78.

Sumner A. Hall
Sumner A. Hall

Secretary

(SEAL)

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said Corporation.

DATE: January 2, 1978

TIME: 11:00 A. M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 2nd day of January, 1978

Sumner B. Hall
Sumner B. Hall Director

Sumner A. Hall
Sumner A. Hall Director

Barbara L. Hall
Barbara L. Hall Director

Director

Director

Director

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The annual meeting of the Board of Directors of the Corporation
was held at

DATE: January 2, 1978

TIME: 11:00 A. M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following, being all the directors of the corporation, were
present: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

The individual who acted as Chairman at the meeting was Sumner B. Hall

The individual who acted as Secretary at the meeting was Sumner A. Hall

The Secretary presented and read the waiver of notice of the meeting
signed by the directors and on motion duly made, seconded, put to vote and
unanimously carried, said waiver was attached to and made a part of these
minutes.

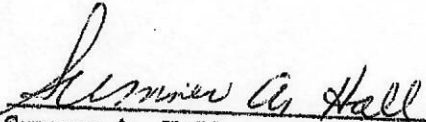
The Chairman announced that the first business of the meeting would
be the election of officers. On motion duly made, seconded, put to vote and
unanimously carried, the Secretary was instructed to record the unanimous
election of the following officers of the corporation:

| | | |
|------------------------|-----------------|----------------|
| <i>Sumner B. Hall</i> | Sumner B. Hall | President |
| <i>Barbara L. Hall</i> | Barbara L. Hall | Vice President |
| <i>Sumner A. Hall</i> | Sumner A. Hall | Secretary |
| <i>Sumner A. Hall</i> | Sumner A. Hall | Treasurer |

Minutes of the Annual Meeting of
Board of Directors

Page Two

There being no further business to come before the meeting, upon motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said Corporation.

DATE: January 2, 1979

TIME: 11:00 A. M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 2nd day of January, 1979

Sumner B. Hall
Sumner B. Hall Director

Sumner A. Hall
Sumner A. Hall Director

Barbara L. Hall
Barbara L. Hall Director

Director

Director

Director

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The annual meeting of the Board of Directors of the Corporation
was held at

DATE: January 2, 1979

TIME: 11:00 A. M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following, being all the directors of the corporation, were
present:

- Sumner B. Hall
- Sumner A. Hall
- Barbara L. Hall

The individual who acted as Chairman at the meeting was Sumner B. Hall

The individual who acted as Secretary at the meeting was Sumner A. Hall

The Secretary presented and read the waiver of notice of the meeting
signed by the directors and on motion duly made, seconded, put to vote and
unanimously carried, said waiver was attached to and made a part of these
minutes.

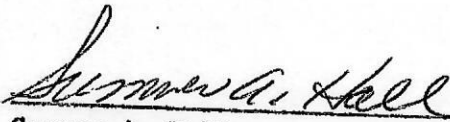
The Chairman announced that the first business of the meeting would
be the election of officers. On motion duly made, seconded, put to vote and
unanimously carried, the Secretary was instructed to record the unanimous
election of the following officers of the corporation:

| | | |
|------------------------|-----------------|----------------|
| <i>Sumner B. Hall</i> | Sumner B. Hall | President |
| <i>Barbara L. Hall</i> | Barbara L. Hall | Vice President |
| <i>Sumner A. Hall</i> | Sumner A. Hall | Secretary |
| <i>Sumner A. Hall</i> | Sumner A. Hall | Treasurer |

Minutes of the Annual Meeting of
Board of Directors

Page Two

There being no further business to come before the meeting, upon motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall Secretary

*Copies for
Hall's Corp
Book.*

WAIVER OF NOTICE

SPECIAL MEETING OF THE BOARD OF DIRECTORS

of

SUNSHINE RANCH COMPANY

The undersigned, being all the directors of the Corporation, do hereby call a special meeting of the Board of Directors of said Corporation.

DATE: November 12, 1980

PLACE: Norfolk Production Credit Association Office, Neligh NE

TIME: 11:00 A.M.

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transactions thereat of any and all business that may come before this meeting.

DATED this 12th day of November, 1980.

Sumner B. Hall
Sumner B. Hall

Director

Sumner A. Hall
Sumner A. Hall

Director

Barbara L. Hall
Barbara L. Hall

Director

MINUTES OF THE SPECIAL MEETING OF DIRECTORS

OF

SUNSHINE RANCH COMPANY

A special meeting of the Board of Directors of Sunshine Ranch Company was held at the Norfolk Production Credit Association in Neligh, Nebraska on the 12th day of November, 1980. The following directors were present: Sumner B. Hall, Sumner A. Hall and Barbara L. Hall. Sumner B. Hall acted as Chairman and Sumner A. Hall recorded the proceedings.

The Secretary presented and read the Waiver of Notice of the Special Meeting signed by the directors, and, on motion duly made, seconded, put to vote and unanimously carried, said Waiver was ordered attached to and made a part of these minutes.

The Chairman then announced that the next item of business was the consideration of a Resolution authorizing Douglas Hall to sign any and all sight drafts drawn on the Corporation from the Norfolk Production Credit Association. The following Resolution was introduced by Sumner B. Hall and its adoption moved:

RESOLUTION

BE IT RESOLVED that Douglas Hall be authorized for, and on behalf of the said Corporation to sign any and all sight drafts drawn on the Corporation from the Norfolk Production Credit Association of Norfolk, Nebraska.

BE IT FURTHER RESOLVED that the Secretary be directed to certify a copy of this Resolution to said Norfolk Production Credit Association.

The motion was seconded by Sumner A. Hall. When the question was called, all Directors voted in favor of the motion. Whereupon, the Chairman declared the motion carried and the Resolution adopted.

The next item of business was a Resolution to authorize the McCoy-Boone Office employees to obtain front sheet copies of the Corporation loan from the Norfolk Production Credit Association of Norfolk, Nebraska. The following Resolution was introduced by Sumner A. Hall and its adoption moved:

RESOLUTION

BE IT RESOLVED that the McCoy-Boone Office employees be authorized to obtain front sheet copies of the Corporation loan from the Norfolk Production Credit Association of Norfolk, Nebraska.

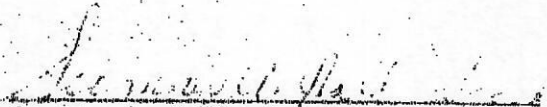
Page 2

MINUTES OF THE SPECIAL MEETING OF DIRECTORS
of SUNSHINE RANCH COMPANY
November 12, 1980

BE IT FURTHER RESOLVED that the Secretary be directed
to certify a copy of this Resolution to said Norfolk
Production Credit Association.

The motion was seconded by Sumner B. Hall. When the question was
called, all Directors voted in favor of the motion. Whereupon, the Chairman
declared the motion carried and the Resolution adopted.

There being no further business to come before the Board, motion
was made and seconded to adjourn.


Sumner A. Hall, Secretary

SPECIAL MINUTES OF THE MEETING OF DIRECTORS

of

SUNSHINE RANCH COMPANY

A meeting of the Board of Directors of Sunshine Ranch Company was held at the Norfolk Production Credit Association in Neligh, Nebraska on the 12th day of November, 1980. The following directors were present: Sumner B. Hall, Sumner A. Hall and Barbara L. Hall. Sumner B. Hall acted as Chairman and Sumner A. Hall recorded the proceedings.

The Chairman then announced that the next item of business was the consideration of a Resolution in connection with borrowing from the Norfolk Production Credit Association. The following Resolution was introduced by Sumner B. Hall and it's adoption moved:

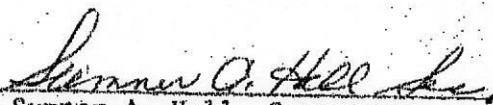
RESOLUTION

BE IT RESOLVED that Sumner A. Hall be authorized for, and on behalf of the said Corporation to negotiate a loan, or loans from the Norfolk Production Credit Association of Norfolk, Nebraska up to the sum of One Million Dollars (\$1,000,000.00), and for, and on behalf of said Corporation to execute such note, or notes and other documents as may be necessary in connection therewith.

BE IT FURTHER RESOLVED that the Secretary be directed to certify a copy of this Resolution to said Norfolk Production Credit Association.

The motion was seconded by Sumner A. Hall. When the question was called, all Directors voted in favor of the motion. Whereupon, the Chairman declared the motion carried and the Resolution adopted.

There being no further business to come before this Board, motion was made and seconded to adjourn.


Sumner A. Hall, Secretary

**RESOLUTION OF BOARD OF DIRECTORS
OF**

SUNSHINE RANCH COMPANY

Neligh, Nebraska

WHEREAS, the Corporation desires a Line of Credit loan from the NORFOLK

Production Credit Association of Norfolk, Nebraska
hereinafter referred to as Association, under the terms of which Line of Credit Loan, the Corporation can borrow and repay and reborrow up to an aggregate maximum amount of principal at any time outstanding of \$ 1,000,000.00 plus initial and future automatic advances necessary for the purchase of Association Class B stock or participation certificates as required by Association Bylaws and by determination by Association Board of Directors under said Bylaws, pursuant to federal law to support the indebtedness on such terms and at such interest rates as may be specified by the Association;

THEREFORE, BE IT RESOLVED that in conformity with its Articles, Bylaws and its Corporate Meeting Minutes and applicable law and regulations, ~~the President or a Vice-President and/or the Secretary or an Assistant Secretary and/or the Treasurer or an Assistant Treasurer~~ of this Corporation be and each of them severally is authorized and empowered for and in behalf of this Corporation:

1. To make application to the said Association for a Line of Credit Loan under the terms of which the Corporation can borrow and repay and reborrow from the date and prior to maturity of Line of Credit Promissory Note to be executed by Corporation as provided in paragraph 2 hereof, up to an aggregate maximum amount of principal at any one time outstanding of \$ 1,000,000.00 , plus initial and future automatic advances necessary for the purchase of Association Class B stock or participation certificates as required by Association bylaws and by determination by Association Board of Directors under said bylaws pursuant to federal law, to support the indebtedness, at such interest rates as are specified by the Association, the loan to be subject to all Association requirements for such a loan and the amount of such loan to be repaid in accordance with Association requirements as to repayment and maturity.

2. To execute and deliver to the said Association the Line of Credit promissory note or notes of this Corporation payable to the Association for amounts not to exceed said aggregate maximum amount of principal which can be outstanding at any one time, plus advances for Association Class B stock or participation certificates described in paragraph 1 hereof in form acceptable to said Association and to receive any and all monies from said Association transferred under the terms and provisions of applicable law and said application, and to indorse in the name of this Corporation any check or draft representing the proceeds of such note or notes.

3. To mortgage, pledge, secure by deed of trust or otherwise hypothecate the property, real, personal or mixed, of this Corporation as may be required by said Association of whatsoever nature or description and such officers are and each of them is further authorized and empowered to do such acts and to execute such additional agreements or indorsements under the seal of this Corporation as may be necessary or desirable to meet the terms, conditions and requirements of said Association or its representative.

AND BE IT FURTHER RESOLVED that this authorization is to continue in full force and effect until the Association is notified in writing its revocation by registered mail.

I hereby certify that two members of the Board of Directors of the above-named Corporation constitute a quorum, and that to pass a resolution two members are required by the Bylaws to vote affirmatively for its passage; that the foregoing is a true and correct copy of a resolution regularly presented and adopted by the Board of Directors of the above-named Corporation at a regular meeting of said Corporation duly called and held at Neligh, Nebraska , on the 12th day of November , 19 80 , at which meeting two directors were present and voted and two directors voted affirmatively for the passage of the foregoing resolution. Dated Neligh, NE this 12th day of November , 19 80 .

(SEAL)

x Summer A. Hall, Sec.
Secretary
Summer A. Hall


RESOLUTION OF BOARD OF DIRECTORS

OF

SUNSHINE RANCH COMPANY, NELIGH NE

WHEREAS, the Corporation desires to authorize the McCoy-Boone Office employees to obtain front sheet copies of the Corporation loan for bookkeeping purposes from the Norfolk Production Credit Association of Norfolk, Nebraska, BE IT RESOLVED that in conformity with its Articles, Bylaws and its Corporate Meeting Minutes and applicable law and regulations, the Corporation hereby authorizes the McCoy-Boone Office employees to obtain front sheet copies of the Corporation loan for bookkeeping purposes from the Norfolk Production Credit Association of Norfolk, Nebraska.

AND BE IT FURTHER RESOLVED that this authorization is to continue in full force and effect until Norfolk Production Credit Association is notified in writing its revocation by registered mail.


Sumner A. Hall, Secretary

(SEAL)

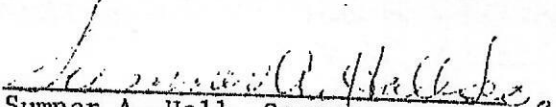
RESOLUTION OF BOARD OF DIRECTORS

of

SUNSHINE RANCH COMPANY, NELIGH NE

WHEREAS, the Corporation desires to authorize Douglas Hall to sign any and all sight drafts drawn on the Corporation from the Norfolk Production Credit Association of Norfolk, Nebraska, BE IT RESOLVED That in conformity with its Articles, Bylaws and its Corporate Meeting Minutes and applicable law and regulations, the Corporation hereby authorizes Douglas Hall to sign any and all sight drafts drawn on the Corporation from the Norfolk Production Credit Association of Norfolk, Nebraska.

AND BE IT FURTHER RESOLVED that this authorization is to continue in full force and effect until the Norfolk Production Credit Association is notified in writing its revocation by registered mail.


Summer A. Hall, Secretary

(SEAL)

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH, CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said Corporation.

DATE: January 7, 1980

TIME: 11:00 A. M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 7th day of January, 1980

Sumner B. Hall
Sumner B. Hall Director

Sumner A. Hall
Sumner A. Hall Director

Barbara L. Hall
Barbara L. Hall Director

Director

Director

Director

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS

OF
SUNSHINE RANCH CO.

The annual meeting of the Board of Directors of the Corporation
was held at

DATE: January 7, 1980

TIME: 11:00 A. M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following, being all the directors of the corporation, were

present: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

The individual who acted as Chairman at the meeting was Sumner B. Hall

The individual who acted as Secretary at the meeting was Sumner A. Hall

The Secretary presented and read the waiver of notice of the meeting
signed by the directors and on motion duly made, seconded, put to vote and
unanimously carried, said waiver was attached to and made a part of these
minutes.

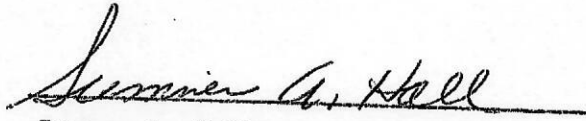
The Chairman announced that the first business of the meeting would
be the election of officers. On motion duly made, seconded, put to vote and
unanimously carried, the Secretary was instructed to record the unanimous
election of the following officers of the corporation:

| | | |
|------------------------|-----------------|----------------|
| <i>Sumner B. Hall</i> | Sumner B. Hall | President |
| <i>Barbara L. Hall</i> | Barbara L. Hall | Vice President |
| <i>Sumner A. Hall</i> | Sumner A. Hall | Secretary |
| <i>Sumner A. Hall</i> | Sumner A. Hall | Treasurer |

Minutes of the Annual Meeting of
Board of Directors

Page Two

There being no further business to come before the meeting, upon
motion duly made, seconded, put to vote and unanimously carried, the meeting
was adjourned.


Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH, CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said Corporation.

DATE: January 5, 1981

TIME: 11:00 A. M.

PLACE: Office of the corporation

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 5th day of January, 1981

Sumner B. Hall
Sumner B. Hall Director

Sumner A. Hall
Sumner A. Hall Director

Barbara L. Hall
Barbara L. Hall Director

Director

Director

Director

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS

OF
SUNSHINE RANCH CO.

The annual meeting of the Board of Directors of the Corporation
was held at

DATE: January 5, 1981

TIME: 11:00 A. M.

PLACE: Office of the Corporation

The following, being all the directors of the corporation, were

present: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

The individual who acted as Chairman at the meeting was Sumner B. Hall

The individual who acted as Secretary at the meeting was Sumner A. Hall

The Secretary presented and read the waiver of notice of the meeting
signed by the directors and on motion duly made, seconded, put to vote and
unanimously carried, said waiver was attached to and made a part of these
minutes.

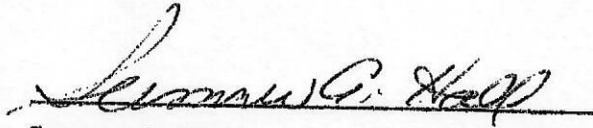
The Chairman announced that the first business of the meeting would
be the election of officers. On motion duly made, seconded, put to vote and
unanimously carried, the Secretary was instructed to record the unanimous
election of the following officers of the corporation:

| | |
|-----------------|----------------|
| Sumner B. Hall | President |
| Barbara L. Hall | Vice President |
| Sumner A. Hall | Secretary |
| Sumner A. Hall | Treasurer |

Minutes of the Annual Meeting of
Board of Directors

Page Two

There being no further business to come before the meeting, upon motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH, CO.

The undersigned, being all the directors of the corporation, do
hereby call the annual meeting of the Board of Directors of said Corporation.

DATE: January 4, 1982

TIME: 11:00 A. M.

PLACE: Office of the Corporation, Neligh, Nebraska

The undersigned directors do hereby waive all statutory and by-law
requirements as to notice of the time, place and purpose of said meeting and
consent to the transaction thereat of any and all business that may come
before this meeting.

DATED this 4th day of January, 1982

Sumner B. Hall
Sumner B. Hall Director

Sumner A. Hall
Sumner A. Hall Director

Barbara L. Hall
Barbara L. Hall Director

Director

Director

Director

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS

OF
SUNSHINE RANCH, CO.

The annual meeting of the Board of Directors of the Corporation
was held at

DATE: January 4, 1982

TIME: 11:00 A. M.

PLACE: Office of the Corporation, Neligh, Nebraska

The following, being all the directors of the corporation, were

present: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

The individual who acted as Chairman at the meeting was Sumner B. Hall.

The individual who acted as Secretary at the meeting was Sumner A. Hall.

The Secretary presented and read the waiver of notice of the meeting
signed by the directors and on motion duly made, seconded, put to vote and
unanimously carried, said waiver was attached to and made a part of these
minutes.

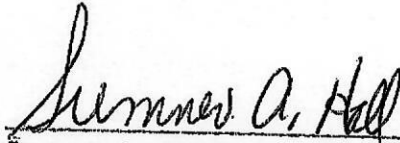
The Chairman announced that the first business of the meeting would
be the election of officers. On motion duly made, seconded, put to vote and
unanimously carried, the Secretary was instructed to record the unanimous
election of the following officers of the corporation:

| | |
|-----------------|----------------|
| Sumner B. Hall | President |
| Barbara L. Hall | Vice President |
| Sumner A. Hall | Secretary |
| Sumner A. Hall | Treasurer |

Minutes of the Annual Meeting of
Board of Directors

Page Two

There being no further business to come before the meeting, upon
motion duly made, seconded, put to vote and unanimously carried, the meeting
was adjourned.


Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said Corporation.

DATE: January 3, 1983
TIME: 11:00 A.M.
PLACE: Office of the Corporation

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 3rd day of January, 1984.

Sumner B. Hall
Sumner B. Hall Director

Sumner A. Hall
Sumner A. Hall Director

Barbara L. Hall
Barbara L. Hall Director

Director

Director

Director

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF

SUNSHINE RANCH CO.

The annual meeting of the Board of Directors of the Corporation
was held at

DATE: January 3, 1983

TIME: 11:00 A.M.

PLACE: Office of the Corporation

The following, being all the directors of the corporation, were

present: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

The individual who acted as Chairman at the meeting was Sumner B. Hall.

The individual who acted as Secretary at the meeting was Sumner A. Hall.

The Secretary presented and read the waiver of notice of the meeting
signed by the directors and on motion duly made, seconded, put to vote and
unanimously carried, said waiver was attached to and made a part of these
minutes.

The Chairman announced that the first business of the meeting would
be the election of officers. On motion duly made, seconded, put to vote and
unanimously carried, the Secretary was instructed to record the unanimous
election of the following officers of the corporation:

Sumner B. Hall. . . . President

Barbara L. Hall . . . Vice President

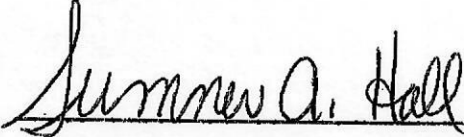
Sumner A. Hall. . . . Secretary

Sumner A. Hall. . . . Treasurer

Minutes of the Annual Meeting of
Board of Directors

Page Two

There being no further business to come before the meeting, upon
motion duly made, seconded, put to vote and unanimously carried, the meeting
was adjourned.


Summer A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said Corporation.

DATE: January 2, 1984

TIME: 11:00 A.M.

PLACE: Office of the Corporation

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 2nd day of January, 1984.

Sumner B. Hall
Sumner B. Hall Director

Sumner A. Hall
Sumner A. Hall Director

Barbara L. Hall
Barbara L. Hall Director

Director

Director

Director

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS

OF

SUNSHINE RANCH CO.

The annual meeting of the Board of Directors of the Corporation
was held at

DATE: January 2, 1984

TIME: 11:00 A.M.

PLACE: Office of the Corporation

The following, being all the directors of the corporation, were

present: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

The individual who acted as Chairman at the meeting was Sumner B. Hall.

The individual who acted as Secretary at the meeting was Sumner A. Hall.

The Secretary presented and read the waiver of notice of the meeting
signed by the directors and on motion duly made, seconded, put to vote and
unanimously carried, said waiver was attached to and made a part of these
minutes.

The Chairman announced that the first business of the meeting would
be the election of officers. On motion duly made, seconded, put to vote and
unanimously carried, the Secretary was instructed to record the unanimous
election of the following officers of the corporation:

Sumner B. Hall. . . President

Barbara L. Hall . . Vice President

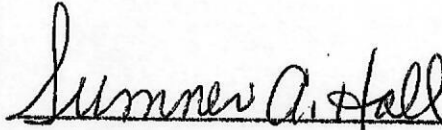
Sumner A. Hall. . . Secretary

Sumner A. Hall. . . Treasurer

Minutes of the Annual Meeting of
Board of Directors

Page Two

There being no further business to come before the meeting, upon
motion duly made, seconded, put to vote and unanimously carried, the meeting
was adjourned.

A handwritten signature in cursive script, reading "Sumner A. Hall", written over a horizontal line.

Sumner A. Hall

Secretary

Plainview, Nebraska

November 6, 1984

" The following resolution was introduced by SUMNER A. HALL, who moved for the adoption of same:

BE IT HEREBY RESOLVED, that the following individuals of SUNSHINE RANCH CO., Sumner A. Hall and Douglas A. Hall be hereby authorized to sign Documents for the U.S. Department of Agriculture, Agricultural Stabilization and Conservation Service, for the normal operation of the corporation.

Upon a second to this motion, the roll was called of our Board Members present and said resolution was adpoted."

I hereby certify that the foregoing is a true and exact copy of a portion of the minutes of a Board Meeting of the SUNSHINE RANCH CO., A Nebraska Corporation, held on the 2nd day of January, 1984.

Secretary Sumner A. Hall

RESOLUTION OF BOARD OF DIRECTORS

(Authority to Open Deposit Account)

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of Sunshine Ranch Company, Neligh, Neb and the keeper of the records and corporate seal of said corporation and that the following is a true and correct copy of a resolution duly adopted at a regular meeting of the Board of Directors of said corporation held in ac-

cordance with the By-Laws of said Corporation at its offices at Neligh, Nebraska

on the 28 day of April, 1969

"Be It Resolved, that The Toy National Bank, Sioux City, Iowa be, and it is hereby, designated a depository of this Corporation and that funds so deposited may be withdrawn upon a check, draft, note or order of the Corporation.

"Be It Further Resolved, that all checks, drafts, notes or orders drawn against said account be signed by any (1) One of the following:
(one, two, three, etc.)

NAME

TITLE

x L. B. Hall
x Suzanne A. Hall

President
Secretary

and countersigned by any one of the following:

NAME

TITLE

whose signatures shall be duly certified to said Bank, and that no checks, drafts, notes or orders drawn against said Bank shall be valid unless so signed.

"Be It Further Resolved, that said Bank is hereby authorized and directed to honor and pay any checks, drafts, notes or orders so drawn, whether such checks, drafts, notes or orders be payable to the order of any such person signing and/or countersigning said checks, drafts, notes or orders, or any of such persons in their individual capacities or not, and whether such checks, drafts, notes or orders are deposited to the individual credit of the person so signing and/or countersigning said checks, drafts, notes or orders, or to the individual credit of any of the other officers or not. This resolution shall continue in force and said Bank may consider the facts concerning the holders of said offices, respectively, and their signatures to be and continue as set forth in the certificate of the

Secretary or Assistant Secretary, accompanying a copy of this resolution when delivered to said Bank or in any similar subsequent certificate, until written notice to the contrary is duly served on said Bank.

In Witness Whereof, I have hereunto affixed my name as Summer A. Hall

Secretary and have caused the corporate seal of said Corporation to be hereto affixed this 28

day of April, 1969

Summer A. Hall

Secretary

IMPRINT
SEAL HERE

I, _____, a Director of said Corporation,
do hereby certify that the foregoing is a correct copy of a resolution adopted as above set forth.

To be signed by a director other than the secretary

CERTIFIED COPY OF BY-LAWS

of the _____
Insert copy of By-Laws here: _____referring to signing of checks, drafts, etc.

TO _____
Name of Bank Address

I HEREBY CERTIFY that the foregoing is a true and correct copy of all parts of the By-Laws of _____

_____ a _____ corporation,
covering the signing of checks, drafts and orders for the payment of money.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary and have caused the corporate
seal of said Corporation to be hereto affixed this 28 day of April, 1969

Summer A. Hall

Secretary

PLACE
SEAL
HERE

RESOLUTIONS OF CORPORATE BOARD

Authority to Procure Loans (Certified Copy)

I HEREBY CERTIFY that I am the duly elected and qualified secretary of Sunshine Ranch Company,
Neligh, Nebr. and the keeper of the records and corporate seal of said corporation; that the following is a
true and correct copy of resolutions duly adopted at a meeting of the Board of Directors thereof held in accordance with
its by-laws at its offices at Neligh, Nebraska on the 28 day of April
1969, and that the same are now in full force.

COPY OF RESOLUTIONS

"BE IT RESOLVED, That the (insert titles only) President or Secretary

_____ of this corporation, or their ~~him~~ successors in office, or any (insert number required to sign)

(1) One of them be and they ~~be~~ hereby are ~~is~~ authorized for, on behalf of, and in the name of this corporation to:

(a) Negotiate and procure loans from The Toy National Bank
Sioux City, Iowa

up to an amount not exceeding (if there is no limit, so indicate) \$ 250,000.00
in the aggregate at any one time outstanding;

(b) Discount with said bank, commercial or other business paper belonging to this corporation, made or drawn by or
upon third parties, without limit as to amount;

(c) Give security for any liabilities of this corporation to said bank by pledge or assignment or a lien upon any real or
personal property, tangible or intangible, of this corporation, and

(d) Execute in such form as may be required by the bank all notes and other evidences of such loans, all instruments of
pledge, assignment or lien, and that none of the same shall be valid unless so signed or endorsed, provided, however, that
an endorsement of promissory notes discounted may be effected by any one of them.

"RESOLVED FURTHER, That said bank be and it is hereby authorized and directed to pay the proceeds of any such loans
or discounts as directed by the persons so authorized to sign, whether so payable to the order of any of said persons in their
individual capacities or not, and whether such proceeds are deposited to the individual credit of any said persons or not;

"RESOLVED FURTHER, That this resolution shall continue in force, and said bank may consider the holders of said offices
and their signatures, respectively, to be and continue as set forth in the certificate of the secretary of this corporation accom-
panying a copy of this resolution when delivered to said bank or in any similar subsequent certificate, until notice to the
contrary in writing is duly served on said bank."

I HEREBY FURTHER CERTIFY that the following named persons have been duly elected to the offices set opposite their
respective names, that they continue to hold these offices at the present time, and that the signatures appearing hereon are
the genuine, original signatures of each respectively:

(PLEASE SUPPLY GENUINE SIGNATURES HEREUNDER)

| | | | |
|-----------------------|-----------|------------------------|-----------------|
| <u>Sumner B. Hall</u> | President | <u>Barbara L. Hall</u> | Vice-President |
| <u>Sumner A. Hall</u> | Treasurer | <u>_____</u> | Asst. Treasurer |
| <u>Sumner A. Hall</u> | Secretary | <u>_____</u> | Asst. Secretary |

IN WITNESS WHEREOF, I have hereunto affixed my name as secretary and have caused the corporate seal of said
corporation to be hereto affixed this 28 day of April, 1969.

Sumner A. Hall
Secretary

IMPRINT
SEAL HERE

I hereby certify that I am a director of said corporation and that the foregoing is a correct copy of resolutions passed
as therein set forth, and that the same are now in full force.

RESOLUTIONS OF CORPORATE BOARD

Authority to Procure Loans (Certified Copy)

I HEREBY CERTIFY that I am the duly elected and qualified secretary of Sunshine Ranch Company,
Neligh, Nebraska and the keeper of the records and corporate seal of said corporation; that the following is a
true and correct copy of resolutions duly adopted at a meeting of the Board of Directors thereof held in accordance with
its by-laws at its offices at Neligh, Nebraska on the 3rd day of January
19 66, and that the same are now in full force.

COPY OF RESOLUTIONS

"BE IT RESOLVED, That the (insert titles only) President or Secretary

_____ of this corporation, or their ~~his~~ successors in office, or any (insert number required to sign)

1 of them be and they ~~be~~ hereby are ~~in~~ authorized for, on behalf of, and in the name of this corporation to:

(a) Negotiate and procure loans from The Toy National Bank
Sioux City, Iowa

up to an amount not exceeding (if there is no limit, so indicate) \$ 150,000.00
in the aggregate at any one time outstanding;

(b) Discount with said bank, commercial or other business paper belonging to this corporation, made or drawn by or
upon third parties, without limit as to amount;

(c) Give security for any liabilities of this corporation to said bank by pledge or assignment or a lien upon any real or
personal property, tangible or intangible, of this corporation, and

(d) Execute in such form as may be required by the bank all notes and other evidences of such loans, all instruments of
pledge, assignment or lien, and that none of the same shall be valid unless so signed or endorsed, provided, however, that
the endorsement of promissory notes discounted may be effected by any one of them.

"RESOLVED FURTHER, That said bank be and it is hereby authorized and directed to pay the proceeds of any such loans
or discounts as directed by the persons so authorized to sign, whether so payable to the order of any of said persons in their
individual capacities or not, and whether such proceeds are deposited to the individual credit of any said persons or not;

"RESOLVED FURTHER, That this resolution shall continue in force, and said bank may consider the holders of said offices
and their signatures, respectively, to be and continue as set forth in the certificate of the secretary of this corporation accom-
panying a copy of this resolution when delivered to said bank or in any similar subsequent certificate, until notice to the
contrary in writing is duly served on said bank."

I HEREBY FURTHER CERTIFY that the following named persons have been duly elected to the offices set opposite their
respective names, that they continue to hold these offices at the present time, and that the signatures appearing hereon are
the genuine, original signatures of each respectively:

(PLEASE SUPPLY GENUINE SIGNATURES HEREUNDER)

A. B. Hall President

Vice-President

Treasurer

Asst. Treasurer

Summer A. Hall Secretary

Asst. Secretary

IN WITNESS WHEREOF, I have hereunto affixed my name as secretary and have caused the corporate seal of said
corporation to be hereto affixed this 3rd day of January, 1966.

IMPRINT
SEAL HERE

Summer A. Hall
Secretary

I hereby certify that I am a director of said corporation and that the foregoing is a correct copy of resolutions
as therein set forth, and that the same are now in full force.

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The undersigned, being all the directors of the corporation, do
hereby call the annual meeting of the Board of Directors of said Corporation.

DATE: January 7, 1985

TIME: 11:00 A. M.

PLACE: Office of the Corporation

The undersigned directors do hereby waive all statutory and by-law
requirements as to notice of the time, place and purpose of said meeting and
consent to the transaction thereat of any and all business that may come
before this meeting.

DATED this 7th day of January, 1985.

Sumner B. Hall
Sumner B. Hall Director

Sumner A. Hall
Sumner A. Hall Director

Barbara L. Hall Director
Barbara L. Hall
Director

Director

Director

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS

OF
SUNSHINE RANCH CO.

The annual meeting of the Board of Directors of the Corporation
was held at

DATE: January 7, 1985

TIME: 11:00 A.M.

PLACE: Office of the Corporation

The following, being all the directors of the corporation, were

present: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

The individual who acted as Chairman at the meeting was Sumner B. Hall.

The individual who acted as Secretary at the meeting was Sumner A. Hall.

The Secretary presented and read the waiver of notice of the meeting
signed by the directors and on motion duly made, seconded, put to vote and
unanimously carried, said waiver was attached to and made a part of these
minutes.

The Chairman announced that the first business of the meeting would
be the election of officers. On motion duly made, seconded, put to vote and
unanimously carried, the Secretary was instructed to record the unanimous
election of the following officers of the corporation:

Sumner B. Hall. . President

Barbara L. Hall : Vice President

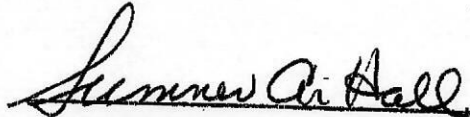
Sumner A. Hall . . Secretary

Sumner A. Hall . Treasurer

Minutes of the Annual Meeting of
Board of Directors

Page Two

There being no further business to come before the meeting, upon motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said Corporation.

DATE: January 6, 1986
TIME: 11:00 A.M.
PLACE: Office of the Corporation

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 6th day of January, 1986.

Sumner B. Hall
Sumner B. Hall Director

Sumner A. Hall
Sumner A. Hall Director

Barbara L. Hall
Barbara L. Hall Director

Director

Director

Director

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS

OF

SUNSHINE RANCH CO.

The annual meeting of the Board of Directors of the Corporation
was held at

DATE: January 6, 1986

TIME: 11:00 A.M.

PLACE: Office of the Corporation

The following, being all the directors of the corporation, were

present: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

The individual who acted as Chairman at the meeting was Sumner B. Hall.

The individual who acted as Secretary at the meeting was Sumner A. Hall.

The Secretary presented and read the waiver of notice of the meeting
signed by the directors and on motion duly made, seconded, put to vote and
unanimously carried, said waiver was attached to and made a part of these
minutes.

The Chairman announced that the first business of the meeting would
be the election of officers. On motion duly made, seconded, put to vote and
unanimously carried, the Secretary was instructed to record the unanimous
election of the following officers of the corporation:

Sumner B. Hall . . . President

Barbara L. Hall. . . Vice President

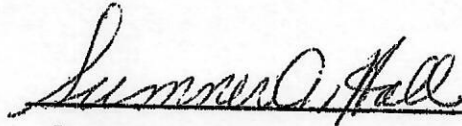
Sumner A. Hall . . . Secretary

Sumner A. Hall . . . Treasurer

Minutes of the Annual Meeting of
Board of Directors

Page Two

There being no further business to come before the meeting, upon motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said Corporation.

DATE: January 5, 1987
TIME: 11:00 A.M.
PLACE: Office of the Corporation

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 5th day of January, 1987.

Sumner B. Hall
Sumner B. Hall Director

Sumner A. Hall
Sumner A. Hall Director

Barbara L. Hall
Barbara L. Hall Director

Director

Director

Director

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The annual meeting of the Board of Directors of the Corporation
was held at

DATE: January 5, 1987

TIME: 11:00 A.M.

PLACE: Office of the Corporation

The following, being all the directors of the corporation, were
present: Sumner B. Hall
Sumner A. Hall
Barbara L. Hall

The individual who acted as Chairman at the meeting was Sumner B. Hall

The individual who acted as Secretary at the meeting was Sumner A. Hall

The Secretary presented and read the waiver of notice of the meeting
signed by the directors and on motion duly made, seconded, put to vote and
unanimously carried, said waiver was attached to and made a part of these
minutes.

The Chairman announced that the first business of the meeting would
be the election of officers. On motion duly made, seconded, put to vote and
unanimously carried, the Secretary was instructed to record the unanimous
election of the following officers of the corporation:

Sumner B. Hall President

Barbara L. Hall Vice President

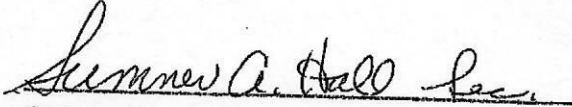
Sumner A. Hall Secretary

Sumner A. Hall Treasurer

Minutes of the Annual Meeting of
Board of Directors

Page Two

There being no further business to come before the meeting, upon motion duly made, seconded, put to vote and unanimously carried, the meeting was adjourned.


Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said Corporation.

DATE: January 4, 1988

TIME: 11:00 A.M.

PLACE: Office of the Corporation

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 4th day of January, 1988.

Sumner B. Hall
Sumner B. Hall Director

Sumner A. Hall
Sumner A. Hall Director

Barbara L. Hall
Barbara L. Hall Director

Director

Director

Director

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS

OF

SUNSHINE RANCH CO.

The annual meeting of the Board of Directors of the Corporation
was held at

DATE: January 4, 1988

TIME: 11:00 A.M.

PLACE: Office of the Corporation

The following, being all the directors of the corporation, were
present:

- Sumner B. Hall
- Sumner A. Hall
- Barbara L. Hall

The individual who acted as Chairman at the meeting was Sumner B. Hall

The individual who acted as Secretary at the meeting was Sumner A. Hall

The Secretary presented and read the waiver of notice of the meeting
signed by the directors and on motion duly made, seconded, put to vote and
unanimously carried, said waiver was attached to and made a part of these
minutes.

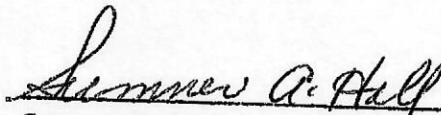
The Chairman announced that the first business of the meeting would
be the election of officers. On motion duly made, seconded, put to vote and
unanimously carried, the Secretary was instructed to record the unanimous
election of the following officers of the corporation:

- Sumner B. Hall President
- Barbara L. Hall Vice President
- Sumner A. Hall Secretary
- Sumner A. Hall Treasurer

Minutes of the Annual Meeting of
Board of Directors

Page Two

There being no further business to come before the meeting, upon
motion duly made, seconded, put to vote and unanimously carried, the meeting
was adjourned.


Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said Corporation.

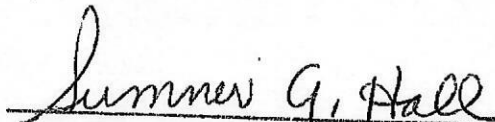
DATE: January 2, 1989

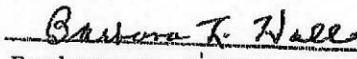
TIME: 11:00 A. M.

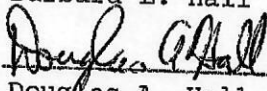
PLACE: Office of the Corporation

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 2nd day of January, 1989


Sumner A. Hall Director


Barbara L. Hall Director


Douglas A. Hall Director

Director

Director

Director

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS

OF

SUNSHINE RANCH CO.

The annual meeting of the Board of Directors of the Corporation
was held at

DATE: January 2, 1989

TIME: 11:00 A. M.

PLACE: Office of the Corporation

The following, being all the directors of the corporation, were
present:

Sumner A. Hall
Barbara L. Hall
Douglas A. Hall

The individual who acted as Chairman at the meeting was Douglas A. Hall

The individual who acted as Secretary at the meeting was Sumner A. Hall

The Secretary presented and read the waiver of notice of the meeting
signed by the directors and on motion duly made, seconded, put to vote and
unanimously carried, said waiver was attached to and made a part of these
minutes.

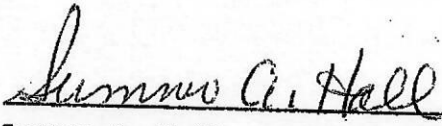
The Chairman announced that the first business of the meeting would
be the election of officers. On motion duly made, seconded, put to vote and
unanimously carried, the Secretary was instructed to record the unanimous
election of the following officers of the corporation:

| | |
|-----------------|----------------|
| Douglas A. Hall | President |
| Barbara L. Hall | Vice President |
| Sumner A. Hall | Secretary |
| Sumner A. Hall | Treasurer |

Minutes of the Annual Meeting of
Board of Directors

Page Two

There being no further business to come before the meeting, upon
motion duly made, seconded, put to vote and unanimously carried, the meeting
was adjourned.


Sumner A. Hall Secretary

WAIVER OF NOTICE
ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The undersigned, being all the directors of the corporation, do hereby call the annual meeting of the Board of Directors of said Corporation.

DATE: January 2, 1990

TIME: 11:00 A. M.

PLACE: Office of the Corporation

The undersigned directors do hereby waive all statutory and by-law requirements as to notice of the time, place and purpose of said meeting and consent to the transaction thereat of any and all business that may come before this meeting.

DATED this 2nd day of January, 1990

Sumner A. Hall
Sumner A. Hall Director

Barbara L. Hall
Barbara L. Hall Director

Douglas A. Hall
Douglas A. Hall Director

Director

Director

Director

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF
SUNSHINE RANCH CO.

The annual meeting of the Board of Directors of the Corporation
was held at

DATE: January 2, 1990

TIME: 11:00 A. M.

PLACE: Office of the Corporation

The following, being all the directors of the corporation, were

present: Sumner A. Hall
Barbara L. Hall
Douglas A. Hall

The individual who acted as Chairman at the meeting was Douglas A. Hall

The individual who acted as Secretary at the meeting was Sumner A. Hall

The Secretary presented and read the waiver of notice of the meeting
signed by the directors and on motion duly made, seconded, put to vote and
unanimously carried, said waiver was attached to and made a part of these
minutes.

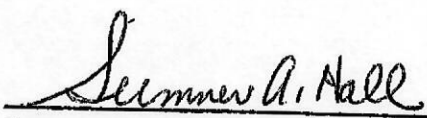
The Chairman announced that the first business of the meeting would
be the election of officers. On motion duly made, seconded, put to vote and
unanimously carried, the Secretary was instructed to record the unanimous
election of the following officers of the corporation:

| | |
|---------------------|----------------|
| Douglas A. Hall | President |
| Kim Barbara L. Hall | Vice President |
| Sumner A. Hall | Secretary |
| Sumner A. Hall | Treasurer |

Minutes of the Annual Meeting of
Board of Directors

Page Two

There being no further business to come before the meeting, upon
motion duly made, seconded, put to vote and unanimously carried, the meeting
was adjourned.


Sumner A. Hall Secretary